

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																				
NATURE OF CONVEYANCE:	CHANGE OF NAME																																				
CONVEYING PARTY DATA																																					
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CORRESPONDENCE DATA																																					
Fax Number:	9107621999																																				

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REEL: 005024 FRAME: 0966

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (910) 763-4669 x 202
Email: HerbertZimmer@zdc.com
Correspondent Name: Herbert J. Zimmer
Address Line 1: 111 Princess Street
Address Line 4: Wilmington, NORTH CAROLINA 28401

NAME OF SUBMITTER:

Herbert J. Zimmer

Signature:

/Herbert J. Zimmer/

Date:

05/10/2013

Total Attachments: 4

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NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

REEDS JEWELERS, INC.

INTO

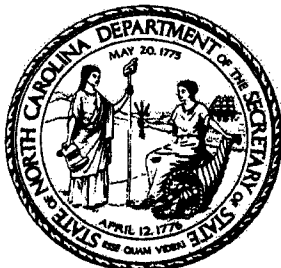
**REEDS JEWELERS OF NORTH CAROLINA, INC.
WHICH CHANGES IT'S NAME TO
REEDS JEWELERS, INC.**

the original of which was filed in this office on the 27th day of February, 2013.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 27th day of February, 2013.

Elaine F. Marshall

Secretary of State



Scan to verify online.

Certification# C201305800277-1 Reference# C201305800277-1
Verify this certificate online at www.secretary.state.nc.us/verification

TRADEMARK
REEL: 005024 FRAME: 0968

SOSID: 0123168
Date Filed: 2/27/2013 3:20:00 PM
Effective: 2/28/2013
Elaine F. Marshall
North Carolina Secretary of State
C201305800277

State of North Carolina
Department of the Secretary of State

**ARTICLES OF MERGER OF REEDS JEWELERS, INC. INTO
REEDS JEWELERS OF NORTH CAROLINA, INC.**

Pursuant to North Carolina General Statutes Section 55-11-05(a), the undersigned entity does hereby submit the following Articles of Merger of Reeds Jewelers, Inc. into Reeds Jewelers of North Carolina, Inc. as the surviving business entity in a merger between two business entities.

1. The name of the surviving entity is Reeds Jewelers of North Carolina, Inc., a corporation organized under the laws of North Carolina.
2. The address of the surviving entity is 111 Princess Street, Wilmington, New Hanover County, North Carolina 28401.
3. The name of the merged entity is Reeds Jewelers, Inc., a corporation organized under the laws of North Carolina.
4. The surviving business entity is a domestic business entity, and the text of each amendment to the Articles of Incorporation within the Plan and Agreement of Merger is attached.
5. A Plan and Agreement of Merger has been duly approved by the shareholders of each of the business entities participating in the merger, Reeds Jewelers of North Carolina, Inc. and Reeds Jewelers, Inc., in the manner required by law.
6. There are no foreign corporations that are a party to the merger.
7. The merger is permitted by the laws of the State of North Carolina.
8. These articles will be effective February 28, 2013 at 11:50 o'clock p.m.

This the 12th day of February, 2013.

REEDS JEWELERS OF NORTH CAROLINA, INC.

BY: Alan M. Zimmer (SEAL)

Alan M. Zimmer, President

ATTACHMENT

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
REEDS JEWELERS OF NORTH CAROLINA, INC.

The Charter of the Surviving Corporation shall be amended as follows:

1. Article I shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"ARTICLE I

NAME: The name of this corporation is Reeds Jewelers, Inc."

2. Article IV shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"ARTICLE IV

CAPITAL: The aggregate number of shares which this corporation shall have the authority to issue is 25,000,000 shares of common stock at the par value of Ten Cents (\$0.10) each, making a total authorized capital of Two Million Five Hundred Thousand and No/100 Dollars (\$2,500,000.00). The shares shall be all of one class, designated as common stock. The total issue of common stock shall not exceed the stated authorized capital of Two Million Five Hundred Thousand and No/100 Dollars (\$2,500,000.00)."



NORTH CAROLINA

Department of the Secretary of State

CERTIFICATION OF MERGER

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that on the 27th day of February, 2013, Articles of Merger or copies of Articles of Merger, duly authenticated by the proper officer of the state or country under the laws of which a statutory merger was effected, were filed in this office

MERGING

REEDS JEWELERS, INC.

NC

INTO

REEDS JEWELERS OF NORTH CAROLINA, INC.

NC

The name of the surviving entity was changed by virtue of said merger to: **Reeds Jewelers, Inc.**

The effective date of said merger, if different from the date of filing, was; **2/28/2013**

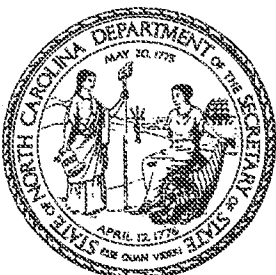
The surviving business entity has not filed articles of dissolution and continues to be in existence in this State as of the date of this certificate.

I **FURTHER** certify that this certificate is in compliance with North Carolina General Statutes §47-18.1 and §55D-26 and may be recorded in the office of the Register of Deeds in the same manner as deeds, the name of the surviving corporation appearing in the "Grantee" index.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 5th day of April, 2013.

Elaine F. Marshall

Secretary of State



Scan to verify online.

Certification# 93957348-31 Reference# 11449480-ea Page: 1 of 1
Verify this certificate online at www.secretary.state.nc.us/verification

RECORDED: 05/10/2013

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